

RECORDATION NO. 18816-133 FILED

**ALVORD AND ALVORD**

ATTORNEYS AT LAW

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WASHINGTON, D.C.

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JUL 20 '00

11:40 AM

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 20, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of Supplement No. 17, dated July 20, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relates to the Loan, Chattel Mortgage and Security Agreement previously filed with the Commission under Recordation Number 18816.

The names and addresses of the parties to the enclosed documents are:

Lessor:                   ACF Industries, Incorporated  
620 North Second Street  
St. Charles, Missouri 63301

Lessee:                   European American Bank  
335 Madison Avenue  
New York, NY 10017

A description of the railroad equipment covered by the enclosed document is:

174 railcars within the series SHPX 203300 - SHPX 203518 and SHPX 43069 - SHPX 43223.

Mr. Vernon A. Williams  
July 20, 2000  
Page Two

A short summary of the document to appear in the index follows:

Supplement No. 17 to Security Agreement adding 174 railcars within the series SHPX 203300 - SHPX 203518 and SHPX 43069 - SHPX 43223.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

JUL 20 00 11-40 AM

SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. 17  
TO  
LOAN, CHATTEL MORTGAGE & SECURITY AGREEMENT

SUPPLEMENT No. 17 dated as of July 20<sup>th</sup>, 2000 (this "Supplement") to the Loan, Chattel Mortgage & Security Agreement dated as of May 24, 1994 (as amended, supplemented or modified from time to time, the "Security Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and EUROPEAN AMERICAN BANK (the "Secured Party").

1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Security Agreement or by reference therein are used herein as defined therein.

2. Supplements. The Security Agreement shall be amended and supplemented as follows:

(a) Schedule A to the Security Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the Equipment Leases more fully described on Schedule A-1 hereto and Schedule A-1 hereto shall be deemed to be an addition to and part of Schedule A to the Security Agreement. The Debtor hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to such Equipment and Equipment Leases and agrees that such Equipment and Equipment Leases shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 2.01 of the Security Agreement. Each reference to "Schedule A" in the Security Agreement, and each reference to "Schedule A to the Security Agreement" in the Loan Agreement or any other Loan documents, shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to "Equipment" or "Equipment Lease" in the Loan Agreement or any other of Loan documents shall be deemed to include a reference to the Equipment and the Equipment Leases described on Schedule A-1 hereto.

(b) It is hereby agreed that each reference to the "Security Agreement" and "this Agreement" in the Security Agreement, and each reference to the "Security Agreement" in the Loan Agreement and each of the other Loan documents, shall be deemed to be a reference to the Security Agreement as amended and supplemented by this Supplement.

3. Ratification. All of the terms and conditions of the Security Agreement are hereby incorporated into this Supplement by reference thereto as fully and to the same extent as if set forth herein and except as expressly amended and supplemented hereby, the Security Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition

of the Security Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Security Agreement or any other Loan document.

4. Counterparts. This Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Supplement by signing any such counterpart.

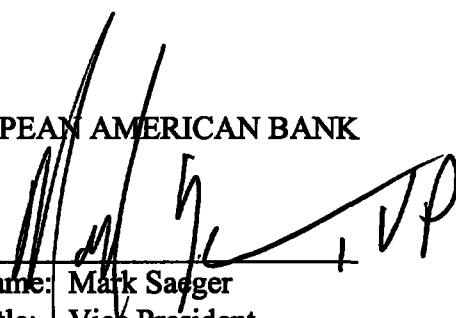
[signature pages follow]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 20<sup>th</sup> day of July, 2000.

ACF INDUSTRIES, INCORPORATED

By: \_\_\_\_\_  
Name: Robert J. Mitchell  
Title: Senior Vice President-Finance

EUROPEAN AMERICAN BANK

By:  \_\_\_\_\_  
Name: Mark Saeger  
Title: Vice President

[ Signature Page to Security Agreement Supplement-EAB ]

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF NEW YORK                )

On this \_\_\_\_\_ day of July, 2000, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Nassau county, New York and is Senior Vice President of Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

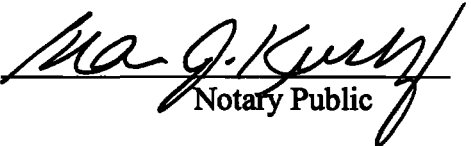
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Notary Public

STATE OF New York                    )  
  ) ss.:  
COUNTY OF New York                )

On this 18th day of July, 2000, before me, personally appeared Mark Saeger, to me known, who being by me duly sworn, says that he resides in New York and is a Vice President of EUROPEAN AMERICAN BANK; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

INA J. KURCZ  
Notary Public, State of New York  
No. 02KU5053436  
Qualified in New York County  
Commission Expires Dec. 18, 20 01

  
Notary Public

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 20<sup>th</sup> day of July, 2000.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell

Title: Senior Vice President-Finance

EUROPEAN AMERICAN BANK

By: \_\_\_\_\_

Name:


Title:

[ Signature Page to Security Agreement Supplement-EAB]

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF NEW YORK                )

On this 18<sup>th</sup> day of July, 2000, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Nassau county, New York and is Senior Vice President of Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

INA J. KURCZ  
Notary Public, State of New York  
No. 02KU5053436  
Qualified in New York County  
Commission Expires Dec. 18, 20 01

  
Notary Public



**SCHEDULE A-1**

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
120	CORN PRODUCTS INTERNATI	7517	SHPX	203300
120	CORN PRODUCTS INTERNATI	7517	SHPX	203301
120	CORN PRODUCTS INTERNATI	7517	SHPX	203302
120	CORN PRODUCTS INTERNATI	7517	SHPX	203303
120	CORN PRODUCTS INTERNATI	7517	SHPX	203304
120	CORN PRODUCTS INTERNATI	7517	SHPX	203305
120	CORN PRODUCTS INTERNATI	7517	SHPX	203306
120	CORN PRODUCTS INTERNATI	7517	SHPX	203307
120	CORN PRODUCTS INTERNATI	7517	SHPX	203308
120	CORN PRODUCTS INTERNATI	7517	SHPX	203309
120	CORN PRODUCTS INTERNATI	7517	SHPX	203310
120	CORN PRODUCTS INTERNATI	7517	SHPX	203311
120	CORN PRODUCTS INTERNATI	7517	SHPX	203312
120	CORN PRODUCTS INTERNATI	7517	SHPX	203313
120	CORN PRODUCTS INTERNATI	7517	SHPX	203314
120	CORN PRODUCTS INTERNATI	7517	SHPX	203315
120	CORN PRODUCTS INTERNATI	7517	SHPX	203317
120	CORN PRODUCTS INTERNATI	7517	SHPX	203318
120	CORN PRODUCTS INTERNATI	7517	SHPX	203319
120	CORN PRODUCTS INTERNATI	7517	SHPX	203320
120	CORN PRODUCTS INTERNATI	7517	SHPX	203321
120	CORN PRODUCTS INTERNATI	7517	SHPX	203322
120	CORN PRODUCTS INTERNATI	7517	SHPX	203323
120	CORN PRODUCTS INTERNATI	7517	SHPX	203324
120	CORN PRODUCTS INTERNATI	7517	SHPX	203325
120	CORN PRODUCTS INTERNATI	7517	SHPX	203326
120	CORN PRODUCTS INTERNATI	7517	SHPX	203327
120	CORN PRODUCTS INTERNATI	7517	SHPX	203328
120	CORN PRODUCTS INTERNATI	7517	SHPX	203329
120	CORN PRODUCTS INTERNATI	7517	SHPX	203330
120	CORN PRODUCTS INTERNATI	7517	SHPX	203331
120	CORN PRODUCTS INTERNATI	7517	SHPX	203332
120	CORN PRODUCTS INTERNATI	7517	SHPX	203333
120	CORN PRODUCTS INTERNATI	7517	SHPX	203334
120	CORN PRODUCTS INTERNATI	7517	SHPX	203335
120	CORN PRODUCTS INTERNATI	7517	SHPX	203336
120	CORN PRODUCTS INTERNATI	7517	SHPX	203337
120	CORN PRODUCTS INTERNATI	7517	SHPX	203338
120	CORN PRODUCTS INTERNATI	7517	SHPX	203339
120	CORN PRODUCTS INTERNATI	7517	SHPX	203340
120	CORN PRODUCTS INTERNATI	7517	SHPX	203341
120	CORN PRODUCTS INTERNATI	7517	SHPX	203342
120	CORN PRODUCTS INTERNATI	7517	SHPX	203343
120	CORN PRODUCTS INTERNATI	7517	SHPX	203344
120	CORN PRODUCTS INTERNATI	7517	SHPX	203345
120	CORN PRODUCTS INTERNATI	7517	SHPX	203346
120	CORN PRODUCTS INTERNATI	7517	SHPX	203347
120	CORN PRODUCTS INTERNATI	7517	SHPX	203348
120	CORN PRODUCTS INTERNATI	7517	SHPX	203351
120	CORN PRODUCTS INTERNATI	7517	SHPX	203352
120	CORN PRODUCTS INTERNATI	7517	SHPX	203353
120	CORN PRODUCTS INTERNATI	7517	SHPX	203354
120	CORN PRODUCTS INTERNATI	7517	SHPX	203355

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
120	CORN PRODUCTS INTERNATI	7517	SHPX	203359
120	CORN PRODUCTS INTERNATI	7517	SHPX	203360
120 Count				55
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203460
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203461
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203462
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203463
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203464
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203465
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203466
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203467
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203468
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203469
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203470
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203471
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203472
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203473
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203474
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203475
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203476
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203477
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203478
211 Count				19
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43170
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43171
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43172
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43173
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43174
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43175
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43176
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43177
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43178
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43179
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43180
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43181
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43182
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43183
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43184
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43185
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43186
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43187
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43188
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43189
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43190
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43191
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43192
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43193
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43194
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43195
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43196
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43197
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43198
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43199

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43200
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43201
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43202
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43203
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43204
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43205
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43206
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43207
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43208
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43209
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43210
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43211
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43212
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43213
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43214
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43215
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43216
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43217
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43218
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43219
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43220
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43221
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43222
464	PROCTER & GAMBLE MFG CO	96750548	SHPX	43223
464 Count				54
1080	ALBION KAOLIN COMPANY	7493	SHPX	43069
1080	ALBION KAOLIN COMPANY	7493	SHPX	43070
1080	ALBION KAOLIN COMPANY	7493	SHPX	43071
1080	ALBION KAOLIN COMPANY	7493	SHPX	43072
1080	ALBION KAOLIN COMPANY	7493	SHPX	43073
1080	ALBION KAOLIN COMPANY	7493	SHPX	43074
1080	ALBION KAOLIN COMPANY	7493	SHPX	43075
1080	ALBION KAOLIN COMPANY	7493	SHPX	43076
1080	ALBION KAOLIN COMPANY	7493	SHPX	43077
1080	ALBION KAOLIN COMPANY	7493	SHPX	43078
1080	ALBION KAOLIN COMPANY	7493	SHPX	43079
1080	ALBION KAOLIN COMPANY	7493	SHPX	43080
1080	ALBION KAOLIN COMPANY	7493	SHPX	43081
1080	ALBION KAOLIN COMPANY	7493	SHPX	43082
1080	ALBION KAOLIN COMPANY	7493	SHPX	43083
1080	ALBION KAOLIN COMPANY	7493	SHPX	43084
1080	ALBION KAOLIN COMPANY	7493	SHPX	43085
1080	ALBION KAOLIN COMPANY	7493	SHPX	43086
1080	ALBION KAOLIN COMPANY	7493	SHPX	43117
1080	ALBION KAOLIN COMPANY	7493	SHPX	43118
1080	ALBION KAOLIN COMPANY	7493	SHPX	43119
1080	ALBION KAOLIN COMPANY	7493	SHPX	43120
1080	ALBION KAOLIN COMPANY	7493	SHPX	43121
1080	ALBION KAOLIN COMPANY	7493	SHPX	43122
1080	ALBION KAOLIN COMPANY	7493	SHPX	43123
1080 Count				25
1258	EQUISTAR CHEMICALS, LP	53470081	SHPX	203267
1258 Count				1

Schedule A1

4

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203445
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203446
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203447
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203448
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203449
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203450
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203451
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203452
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203453
1503	PCI CHEMICALS CANADA INC	52920026	SHPX	203454
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203455
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203456
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203457
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203458
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203459
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203514
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203515
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203516
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203517
1503	PCI CHEMICALS CANADA INC	52920027	SHPX	203518
1503 Count				20
Grand Count				174